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REC'D TN
REGULATORY AUTH.
SEP 1 PM 1 49
OFFICE OF THE
EXECUTIVE SECRETARY

September 1, 2000

00-00769

Mr. David Waddell, Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37238

Dear Mr. Waddell:

Enclosed are the original plus 13 copies of the application of Enron Broadband Services, Inc. for a certificate of convenience and necessity as a facilities based interexchange carrier.

Attachments E, F, and G are proprietary and confidential; as such, they are so marked in a special envelope.

Sincerely,

Don

H. LaDon Baltimore
HLB/sgw

*Attachments
on
File*

**BEFORE THE
TENNESSEE REGULATORY AUTHORITY**

REC'D TN
REGULATORY AUTH.

In the matter of the Application of)
Enron Broadband Services, Inc. For)
a Certificate to Provide Interexchange)
Services)

Docket No.

00 SEP 1 PM 1 49
00769
OFFICE OF THE
EXECUTIVE SECRETARY

**APPLICATION OF ENRON BROADBAND SERVICES, INC.
TO PROVIDE INTEREXCHANGE SERVICES**

Pursuant to applicable Tennessee Statutes and the Rules and Regulations of the Tennessee Regulatory Authority ("TRA") and Section 253 of the Federal Telecommunications Act of 1996 ("Act"), Enron Broadband Services, Inc. ("EBS" or "Applicant") respectfully requests that the TRA grant to EBS authority to provide interexchange access telecommunications services within the State of Tennessee. EBS is willing and able to comply with all applicable rules and regulations in Tennessee pertaining to the provision of interexchange access telecommunications services.

In support of its application, EBS submits the following:

1. **The full name and address of the Applicant are:**

Enron Broadband Services, Inc.
1400 Smith Street
Houston, Texas 77002
Telephone: (713) 853-3342

Questions regarding this application should be directed to:

Marchris G. Robinson
Manager, State Government Affairs
Enron Corp.
1400 Smith Street, Room EB4720A

Houston, Texas 77002
Telephone: (713) 853-3342
Fax: (713) 853-7297
e-mail: mrobinso@enron.com

David I. Adelman, Esq.
Charles B. Jones, III, Esq.
Hayley B. Riddle, Esq.
Sutherland Asbill & Brennan LLP
999 Peachtree Street, N.E.
Atlanta, Georgia 30309
Telephone: (404) 853-8000
Fax: (404) 853-8806

H. LaDon Baltimore, Esq.
Farrar & Bates, L.L.P.
211 Seventh Avenue North
Suite 420
Nashville, Tennessee 37219
Telephone: (615) 254-3060
Fax: (615) 254-9835

2. Names and addresses of all officers in Tennessee:

The names and addresses of EBS's principal corporate officers and other senior managers are listed in Attachment "A" of this application. There are no officers in Tennessee.

3. Corporate Information:

EBS is an Oregon corporation, Certification No. 505434-88, originally formed as Portland General Communications Services, Inc. on March 12, 1996. The name change to Enron Broadband Services, Inc. occurred on January 20, 2000. A copy of EBS's Articles of Incorporation is provided in Attachment "B," and a copy of EBS's Certificate of Authority to transact business in the State of Tennessee is provided in Attachment "C."

4. Repair and Maintenance Information:

EBS provides the following toll-free number to which consumers may be referred: 1-888-337-1998. In addition, customers may contact the company in writing at the headquarters address.

5. Status of EBS in Other States:

EBS has been granted authority to provide services in the states of Texas, Colorado, Louisiana, Wyoming, Oregon, and California. EBS has applications for authority pending in New York, Illinois, Connecticut, Georgia, North Carolina, South Carolina and Maryland.

6. Financial, Managerial, and Technical Qualifications:

EBS possesses the managerial, technical and financial ability to provide interexchange access telecommunications services in the State of Tennessee as demonstrated below.

6A. Financial Qualifications:

EBS is a wholly-owned subsidiary of Enron Corporation ("Enron"), whose primary address is 1400 Smith Street, Houston, Texas 77002-7369. Enron is an energy and communications company with headquarters in Houston, Texas. Enron's operations are conducted through its subsidiaries and affiliates which are principally engaged in the transportation of natural gas through pipelines to markets through the United States; the generation, transmission and distribution of electricity and other commodities and related risk management and finance services worldwide; the development, construction and operation of power plants, pipelines and other energy related assets worldwide; and the development of an intelligent network platform to provide bandwidth management services and deliver high bandwidth applications.

In support of its financial qualifications, EBS submits, in Attachment "D," the SEC Form 10-K and the SEC Form 10-Q of Enron, as of March 2000. EBS also submits the 1999 income statement, balance sheet, and statement of cash flows of EBS in Attachment "E." Also included in Attachment "F" are the projections for 2000, 2001, and 2002. Thus, EBS asserts that it has the financial resources necessary to provide interexchange access telecommunications services.

Attachment "G" is a capital expenditures budget for 2000, 2001, and 2002, indicating equipment to be purchased, cost, and sources for funding of projected capital expenditures. Neither EBS's financials nor its projected financials reflect any revenues or expenses associated with reciprocal compensation.

6B. Managerial Qualifications:

As shown in Attachment "H" to this Application, EBS has the managerial experience to operate successfully a telecommunications enterprise in Tennessee. EBS's managers have been able to implement a number of innovative measures to meet consumer needs. The backgrounds of these key executives, combined with the telecommunications history of the Enron family of companies, are clear evidence that EBS possesses the managerial qualifications required to

provide interexchange access service.

6C. Technical Qualifications:

Applicant has access to the technical, as well as financial, resources of its parent company, Enron. Enron has extensive experience in the telecommunications industry and is well qualified to provide the broadband and data services for which authority is requested in this Application. Enron is committed to utilizing the most advanced network design and transport techniques. Its use of fiber optic backbone ensures that Enron's network will deliver superior broadband and data transmission to its customer base.

Applicant has approximately 900 employees, many with significant experience in providing data and telecommunications services. Brief biographies of the management team, appended hereto as Attachment "H," demonstrate Applicant's technical competence.

7. Proposed Service Area:

EBS proposes to offer its services throughout the State of Tennessee.

8. Types of Local Exchange Service to be provided:

EBS is applying only to provide interexchange access telecommunications services. EBS will not provide local exchange service, basic local telecommunications service or switched access service.

9. Small and Minority-Owned Telecommunications Business Participation Plan:

EBS provides its Small and Minority-Owned Telecommunications Business Participation Plan in Attachment "I."

10. Toll Dialing Parity Plan:

EBS is not required to provide a toll dialing parity plan as it will not provide local exchange service.

11. Numbering Issues:

The questions concerning numbering issues are not applicable to EBS as EBS will not provide local exchange service.

12. Tennessee Specific Operational Issues:

The questions concerning Tennessee Specific Operational Issues are not applicable to

EBS as EBS will not provide local exchange service.

13. Miscellaneous:

- A. EBS will provide sworn pre-filed testimony before any hearing in this matter.
- B. EBS will file its proposed tariff subsequent to this application's approval and before commencing operations.
- C. EBS may, at its sole discretion, require a new or existing customer to post a guarantee for the payment of charges as a condition to receiving service or additional services, as set forth in its proposed tariff.
- D. As of now, EBS has not been subject to complaints in any of the states in which it is doing business.

14. Statement of Compliance:

EBS agrees to abide by all applicable statutes and all applicable Orders, rules and regulations entered and adopted by the TRA.

WHEREFORE, EBS respectfully requests that the TRA enter an order granting it a certificate of public convenience and necessity to operate as an interexchange access telecommunications service provider.

Respectfully submitted this 1ST day of September, 2000.



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999 Peachtree Street, N.E.
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Attorneys for Enron Broadband Services, Inc.


Marchris G. Robinson
Manager, State Government Affairs
Enron Corp.
1400 Smith Street, Room EB4720A
Houston, Texas 77002
(713) 853-3342

Representative of Enron Broadband Services, Inc.

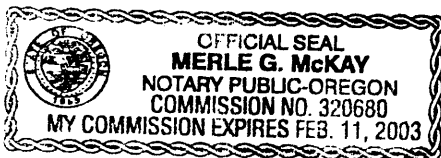
VERIFICATION


State of Oregon)
County of Multnomah)

David Leatherwood makes oath and says that he is Vice President of Network Construction of Enron Broadband Services and that he has examined the foregoing application and that to the best of his knowledge, information, and belief, all statements of fact contained in the said application are true, and the said application is a correct statement of the business and affairs of the above-named applicant in respect to each and every matter set forth therein.


David M. Leatherwood

Subscribed and sworn to me before me, a Notary Public
In the State and County above named, this 28th day of July, 2000




Notary Public
Merle G. McKay

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 1st day of September, 2000, a true and correct copy of the foregoing was served by hand delivery, overnight delivery or U. S. Mail, first class postage prepaid, to the following:

Ardmore Telephone Company, Inc.

Terry Wales, General Manager

P. O. Box 549

517 Ardmore Avenue

Ardmore, TN 38449

BellSouth Telecommunications, Inc.

Guy M. Hicks, General Counsel

333 Commerce Street

Nashville, TN 37201-3300

CenturyTel of Adamsville

CenturyTel of Claiborne

CenturyTel of Ooltewah-Collegdale

G. Clay Bailey

Director of Regulatory Affairs

P. O. Box 4065

Monroe, LA 71211-4065

Citizens Telecommunications Company of Tennessee

Citizens Telecommunications Company of the Volunteer State

Mike Swatts

State Regulatory Director, South

P. O. Box 770

300 Bland Street

Bluefield, WV 24701

Loretto Telephone Company, Inc.

Louise Brown, President

**P. O. Box 130
Loretto, TN 38469**

**Millington Telephone Company, Inc.
W. S. Howard, President
4880 Navy Road
Millington, TN 38053**

**Sprint-United
Steve Parrott
Director - Regulatory Affairs
United Telephone-Southeast, Inc.
14111 Capital Boulevard
Wake Forest, NC 27587-5900**

**Concord Telephone Exchange, Inc.
Humphreys County Telephone Company
Tellico Telephone Company, Inc.
Tennessee Telephone Company
John D. Feehan
Manager External Relations
P. O. Box 22995
Knoxville, TN 37933-0995**

**Crockett Telephone Company, Inc.
People's Telephone Company, Inc.
West Tennessee Telephone Company, Inc.
Jim Wingo, General Manager
P. O. Box 7
Friendship, TN 38034**

United Telephone Company
Herbert Bivens, General Manager
P. O. Box 138
120 Taylor Street
Chapel Hill, TN 37034

Tennessee Telecommunications Association
226 Capitol Boulevard
Suite 212
Nashville, TN 37219

Tennessee Telephone Cooperatives
Ozle L. Allen
2755 Short Mountain Road
McMinnville, TN 37110


H. LaDon Baltimore

Enron Broadband Services, Inc.

Attachment A

Names and Addresses of Enron Broadband Services, Inc.

Officers and Directors

Enron Broadband Services, Inc.

OFFICERS AND DIRECTORS

All officers and directors may be contacted through the corporate officers at 2100 SW River Parkway, Suite 800, Portland, Oregon 97201.

Jeff Foster, Senior Director, European Business Development
John McClain, Director, Distributor Partnerships
Scott Bolton, Director, Government and Regulatory Affairs
Scott Smith, Director, Advanced Fiber Transport Services
David Cox, Managing Director, Sales
Joseph M. Hirko, Co-Chairman and Chief Executive Officer
Ken Rice, Chief Commercial Officer
Kevin Hannon, Chief Operating Officer
Rex Shelby, President, Technology and Operations
Steve Elliott, President, Global Network Development
Scott Yeager, Senior Vice President, Strategic Development
Jim Crowder, Vice President, Strategic Alliances
Tom Gros, Vice President, Global Bandwidth Trading
Claudia Johnson, Vice President, Corporate Marketing
E. Ted Seitz, Vice President, Global Network Commerce
Matt Harris, Vice President, Enterprise Services
April Hodgson, Vice President, Media Services
John Bloomer, Vice President, Product Development
Lorraine Simmons, Vice President, Special Projects
Kevin Kohnstamm, Vice President, Network Development European Division
Kirk Wright, Senior Product Manager, MediaCast

Enron Broadband Services, Inc.

Attachment B

Articles of Incorporation